

BCBSMA physician contract in which the reimbursement rates or the AWP-based methodology for physician-administered drugs were the subject of express negotiation.

4. With over 26,000 physicians under contract, the task of sorting through related contract files and retrieving copies of contracts would be burdensome. The 26,000 physicians are linked to over 300,000 individual and group provider numbers on BCBSMA's corporate information system. Each such provider number represents a billing or contractual relationship.

5. Reviewing both contract files and individual provider files *in order to determine whether such files even have documents that might be considered to involve "negotiations" with providers* that associates may keep individually would be burdensome. The associates who work in my business area maintain their own *individual* files regarding provider-related communications. There are no express policies (other than BCBSMA's document retention policies) governing the maintenance of these files. Each associate has hundreds, if not thousands, *of files that would contain provider communications and that would have to be individually located, assembled and reviewed in order to determine if they even reference "negotiations."* In addition, these files do not even include files concerning contracts and communications with hospitals or similar entities, which are maintained by a separate business area.

5. I was prepared to testify to the above facts at my deposition in this case on March 8, 2006.

Signed under the *pains and* penalties of perjury this ____ day of April, 2006.

CERTIFICATE OF SERVICE

I hereby certify that I, Stephen L. Coco, an attorney, caused a true and correct copy of the foregoing DECLARATION OF STEVEN J. FOX IN SUPPORT OF OPPOSITION OF PLAINTIFF BLUE CROSS AND BLUE SHIELD OF MASSACHUSETTS, INC. TO DEFENDANTS' MOTION TO COMPEL to be served on all counsel of record electronically, pursuant to Section E of Case Management Order No. 2, this 4th day of April, 2006.

/s/ Stephen L. Coco _____
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